

203  
217-011435-002

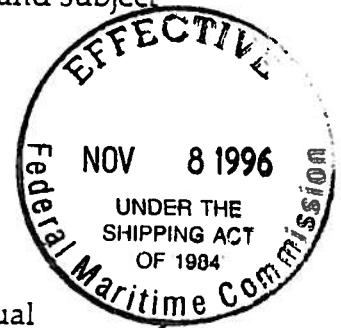
APL/TMM SPACE CHARTER AGREEMENT  
FMC AGREEMENT NO. 217-011435-002

1st Revised Page No. 9

amendment of the Agreement pursuant to the Shipping Act of 1984 and subject to the approval of MarAd, if required.

#### ARTICLE 8: VOTING

All actions taken pursuant to this Agreement shall require mutual agreement of the Parties.



#### ARTICLE 9: DURATION AND TERMINATION OF AGREEMENT

##### (a) Effective Date and Term

This Agreement shall take effect as of the date the Agreement may become effective pursuant to the Shipping Act of 1984 and shall continue ~~for a period of three (3) years. Upon the expiration of such three-year period, this Agreement shall continue in effect~~ in effect unless or until this Agreement is terminated upon not less than ~~three (3) months~~ a one year prior written notice; provided that no such notice may be given before August 30, 1998.

##### (b) Termination

(1) A Party may, as hereinafter provided, withdraw from this Agreement in the event that, after consultation as provided for hereinafter, the Parties are unable to agree from time to time upon rate policies or actions reflected in the publication of tariff rates and service items in the Trade.

Amendment No. 2

to

**APL/TMM SPACE CHARTER AGREEMENT**

This Amendment of the APL/TMM Space Charter Agreement dated November 9, 1993 between American President Lines, Ltd. and Transportacion Maritima Mexicana, S.A. de C.V. (FMC Agreement No. 217-011435) is entered into as of the 12th day of September, 1996 by the same parties, each in its same capacity.


WHEREAS, the parties entered into Amendment No. 1 as of April 26, 1994 providing for certain changes in the scope of the Agreement and for certain undertakings with respect to the reciprocal purchase of stock and changes in control; and

WHEREAS, the parties wish to further amend the Agreement to provide for an extension of the term thereof;

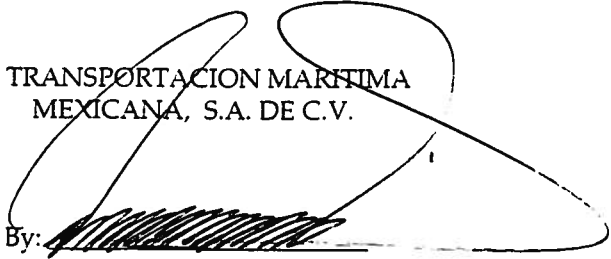
The parties agree as follows:

- I. Original Page No. 9 of the Agreement is hereby amended by substituting 1st Revised Page No. 9.
- II. Except as expressly amended hereby, the Agreement shall continue in full force and effect.
- III. This Amendment No. 2 shall be filed with the Federal Maritime Commission and shall become effective pursuant to the Shipping Act of 1984.

AMERICAN PRESIDENT LINES, LTD.

By:   
M. D. Morris  
Title: Vice President - Alliances

TRANSPORTACION MARITIMA  
MEXICANA, S.A. DE C.V.

By:   
Juan Ignacio Lopez  
Title: